



QUARTERLY STATEMENT
AS OF September 30, 2008
OF THE CONDITION AND AFFAIRS OF THE
AMERIGROUP Maryland, Inc.

NAIC Group Code	1156 (Current Period)	1156 (Prior Period)	NAIC Company Code	95832	Employer's ID Number	51-0387398
Organized under the Laws of	District of Columbia		State of Domicile or Port of Entry	District of Columbia		
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health[] Dental Service Corporation[] Other[] Property/Casualty[] Vision Service Corporation[] Is HMO Federally Qualified? Yes[] No[X] N/A[] Hospital, Medical & Dental Service or Indemnity[] Health Maintenance Organization[X]					
Incorporated/Organized	01/09/2003		Commenced Business	06/01/1999		
Statutory Home Office	750 First Street NE Suite 1120 (Street and Number)		Washington, DC 20002 (City, or Town, State and Zip Code)			
Main Administrative Office	Virginia Beach, VA 23462 (City or Town, State and Zip Code)		4425 Corporation Lane (Street and Number)			
Mail Address	4425 Corporation Lane (Street and Number or P.O. Box)		(757)490-6900 (Area Code) (Telephone Number)			
Primary Location of Books and Records	4425 Corporation Lane (Street and Number)		Virginia Beach, VA 23462 (City, or Town, State and Zip Code)			
Internet Website Address	www.amerigroupcorp.com		(757)490-6900 (Area Code) (Telephone Number)			
Statutory Statement Contact	Margaret M. Roomsburg (Name)		(757)490-6900 (Area Code)(Telephone Number)(Extension)			
	MROOMSB@amerigroupcorp.com (E-Mail Address)		(757)557-6742 (Fax Number)			

OFFICERS

Name	Title
Julia Clark Locke	CEO
Robert Walter Brown	Vice President/COO - DC
Vincent Michael Ancona	President/COO - MD
Stanley Forrest Baldwin	Vice President/Secretary
Nicholas Joseph Pace II	Vice President/Asst. Secretary
Richard Charles Zoretic	Vice President/Asst. Secretary
Scott Wayne Anglin	Vice President/Treasurer
James Ward Truess	Vice President/Asst. Treasurer
Karen Lint Shields	Vice President/Asst. Treasurer

OTHERS

Margaret Mary Roomsburg, Vice President

Linda Kaye Whitley -Taylor, Vice President

DIRECTORS OR TRUSTEES

Julia Clark Locke
Nicholas Joseph Pace, II

Vincent Michael Ancona

State of Virginia
County of Virginia Beach ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature) Julia Clark Locke (Printed Name) 1. CEO (Title)	(Signature) Stanley Forrest Baldwin (Printed Name) 2. Secretary/Vice President (Title)	(Signature) Margaret Mary Roomsburg (Printed Name) 3. Vice President (Title)
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Subscribed and sworn to before me this
day of , 2008

- a. Is this an original filing?
b. If no, 1. State the amendment number
2. Date filed
3. Number of pages attached

Yes[X] No[]

(Notary Public Signature)

ASSETS

		Current Statement Date			4
		1	2	3	
		Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31, Prior Year Net Admitted Assets
1.	Bonds	90,154,940		90,154,940	65,168,769
2.	Stocks:				
2.1	Preferred stocks				
2.2	Common stocks				
3.	Mortgage loans on real estate:				
3.1	First liens				
3.2	Other than first liens				
4.	Real estate:				
4.1	Properties occupied by the company (less \$.....0 encumbrances)				
4.2	Properties held for the production of income (less \$.....0 encumbrances)				
4.3	Properties held for sale (less \$.....0 encumbrances)				
5.	Cash (\$.....8,562,287), cash equivalents (\$.....2,000,000) and short-term investments (\$.....78,008,034)	88,570,321		88,570,321	94,725,408
6.	Contract loans (including \$.....0 premium notes)				
7.	Other invested assets				
8.	Receivables for securities				
9.	Aggregate write-ins for invested assets	14,723,357	14,723,357		
10.	Subtotals, cash and invested assets (Lines 1 to 9)	193,448,618	14,723,357	178,725,261	159,894,177
11.	Title plants less \$.....0 charged off (for Title insurers only)				
12.	Investment income due and accrued	1,148,417		1,148,417	835,010
13.	Premiums and considerations:				
13.1	Uncollected premiums and agents' balances in the course of collection	10,144,130		10,144,130	15,186,790
13.2	Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums)				
13.3	Accrued retrospective premiums				
14.	Reinsurance:				
14.1	Amounts recoverable from reinsurers	46		46	2,138,870
14.2	Funds held by or deposited with reinsured companies				
14.3	Other amounts receivable under reinsurance contracts				
15.	Amounts receivable relating to uninsured plans	32,221		32,221	
16.1	Current federal and foreign income tax recoverable and interest thereon				
16.2	Net deferred tax asset	7,833,998		7,833,998	7,246,497
17.	Guaranty funds receivable or on deposit				
18.	Electronic data processing equipment and software	455,956	275,480	180,476	307,561
19.	Furniture and equipment, including health care delivery assets (\$.....0)	248,886	248,886		
20.	Net adjustments in assets and liabilities due to foreign exchange rates				
21.	Receivables from parent, subsidiaries and affiliates				
22.	Health care (\$.....0) and other amounts receivable	7,428,410	7,428,410		
23.	Aggregate write-ins for other than invested assets				
24.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	220,740,682	22,676,133	198,064,549	185,608,905
25.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
26.	Total (Lines 24 and 25)	220,740,682	22,676,133	198,064,549	185,608,905
DETAILS OF WRITE-INS					
0901.	Goodwill	12,509,657	12,509,657		
0902.	Prepaid premium tax	2,213,700	2,213,700		
0903.				
0998.	Summary of remaining write-ins for Line 9 from overflow page				
0999.	TOTALS (Lines 0901 through 0903 plus 0998) (Line 9 above)	14,723,357	14,723,357		
2301.	Goodwill				
2302.	Prepaid Premium Tax				
2303.	Deposits Current				
2398.	Summary of remaining write-ins for Line 23 from overflow page				
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)				

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less \$.....0 reinsurance ceded)	70,175,688		70,175,688	94,091,941
2.	Accrued medical incentive pool and bonus amounts				
3.	Unpaid claims adjustment expenses	1,888,340		1,888,340	2,282,479
4.	Aggregate health policy reserves	30,000		30,000	1,545
5.	Aggregate life policy reserves				
6.	Property/casualty unearned premium reserve				
7.	Aggregate health claim reserves				
8.	Premiums received in advance	40,179,929		40,179,929	39,642,202
9.	General expenses due or accrued	1,019,126		1,019,126	56,120
10.1	Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses))	4,412,856		4,412,856	516,211
10.2	Net deferred tax liability				
11.	Ceded reinsurance premiums payable				
12.	Amounts withheld or retained for the account of others				
13.	Remittances and items not allocated				
14.	Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current)				
15.	Amounts due to parent, subsidiaries and affiliates	339,687		339,687	490,741
16.	Payable for securities				
17.	Funds held under reinsurance treaties with (\$.....0 authorized reinsurers and \$.....0 unauthorized reinsurers)				
18.	Reinsurance in unauthorized companies				
19.	Net adjustments in assets and liabilities due to foreign exchange rates				
20.	Liability for amounts held under uninsured plans	145,917		145,917	202,985
21.	Aggregate write-ins for other liabilities (including \$.....0 current)				
22.	Total liabilities (Lines 1 to 21)	118,191,543		118,191,543	137,284,224
23.	Aggregate write-ins for special surplus funds	X X X	X X X		
24.	Common capital stock	X X X	X X X	10	10
25.	Preferred capital stock	X X X	X X X		
26.	Gross paid in and contributed surplus	X X X	X X X	29,815,649	29,667,426
27.	Surplus notes	X X X	X X X		
28.	Aggregate write-ins for other than special surplus funds	X X X	X X X		
29.	Unassigned funds (surplus)	X X X	X X X	50,057,347	18,657,245
30.	Less treasury stock, at cost:				
30.10 shares common (value included in Line 24 \$.....0)	X X X	X X X		
30.20 shares preferred (value included in Line 25 \$.....0)	X X X	X X X		
31.	Total capital and surplus (Lines 23 to 29 minus Line 30)	X X X	X X X	79,873,006	48,324,681
32.	Total Liabilities, capital and surplus (Lines 22 and 31)	X X X	X X X	198,064,549	185,608,905
DETAILS OF WRITE-INS					
2101.				
2102.				
2103.				
2198.	Summary of remaining write-ins for Line 21 from overflow page				
2199.	TOTALS (Lines 2101 through 2103 plus 2198) (Line 21 above)				
2301.	X X X	X X X		
2302.	X X X	X X X		
2303.	X X X	X X X		
2398.	Summary of remaining write-ins for Line 23 from overflow page	X X X	X X X		
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	X X X	X X X		
2801.	X X X	X X X		
2802.	X X X	X X X		
2803.	X X X	X X X		
2898.	Summary of remaining write-ins for Line 28 from overflow page	X X X	X X X		
2899.	TOTALS (Lines 2801 through 2803 plus 2898) (Line 28 above)	X X X	X X X		

STATEMENT OF REVENUE AND EXPENSES

		Current Year To Date		Prior Year To Date	Prior Year Ended December 31
		1 Uncovered	2 Total	3 Total	4 Total
1.	Member Months	X X X	1,636,775	1,664,463	2,235,214
2.	Net premium income (including \$.....0 non-health premium income)	X X X	482,535,317	471,310,569	636,786,990
3.	Change in unearned premium reserves and reserves for rate credits	X X X			
4.	Fee-for-service (net of \$.....0 medical expenses)	X X X			
5.	Risk revenue	X X X			
6.	Aggregate write-ins for other health care related revenues	X X X			
7.	Aggregate write-ins for other non-health revenues	X X X			
8.	Total revenues (Lines 2 to 7)	X X X	482,535,317	471,310,569	636,786,990
Hospital and Medical:					
9.	Hospital/medical benefits		281,071,855	302,129,486	409,348,598
10.	Other professional services		19,442,249	20,510,713	28,228,448
11.	Outside referrals				
12.	Emergency room and out-of-area		31,354,362	28,680,215	39,079,730
13.	Prescription drugs		33,028,738	38,847,025	52,945,849
14.	Aggregate write-ins for other hospital and medical		6,051,948	4,726,442	6,668,902
15.	Incentive pool, withhold adjustments and bonus amounts				
16.	Subtotal (Lines 9 to 15)		370,949,152	394,893,881	536,271,527
Less:					
17.	Net reinsurance recoveries		838,397	2,335,490	2,142,390
18.	Total hospital and medical (Lines 16 minus 17)		370,110,755	392,558,391	534,129,137
19.	Non-health claims (net)				
20.	Claims adjustment expenses, including \$.....10,467,139 cost containment expenses		13,437,555	11,210,444	15,533,154
21.	General administrative expenses		54,092,923	49,493,692	65,619,264
22.	Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only)				
23.	Total underwriting deductions (Lines 18 through 22)		437,641,233	453,262,527	615,281,555
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	44,894,084	18,048,042	21,505,435
25.	Net investment income earned		4,242,667	5,639,799	7,500,447
26.	Net realized capital gains (losses) less capital gains tax of \$.....0				6,654
27.	Net investment gains or (losses) (Lines 25 plus 26)		4,242,667	5,639,799	7,507,101
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)]				
29.	Aggregate write-ins for other income or expenses				
30.	Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	X X X	49,136,751	23,687,841	29,012,536
31.	Federal and foreign income taxes incurred	X X X	18,015,910	11,009,912	12,759,741
32.	Net income (loss) (Lines 30 minus 31)	X X X	31,120,841	12,677,929	16,252,795
DETAILS OF WRITE-INS					
0601.	X X X			
0602.	X X X			
0603.	X X X			
0698.	Summary of remaining write-ins for Line 6 from overflow page	X X X			
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	X X X			
0701.	X X X			
0702.	X X X			
0703.	X X X			
0798.	Summary of remaining write-ins for Line 7 from overflow page	X X X			
0799.	TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	X X X			
1401.	Home Health Care, DME, Transportation, Etc.		6,051,948	4,726,442	6,668,902
1402.				
1403.				
1498.	Summary of remaining write-ins for Line 14 from overflow page				
1499.	TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)		6,051,948	4,726,442	6,668,902
2901.				
2902.				
2903.				
2998.	Summary of remaining write-ins for Line 29 from overflow page				
2999.	TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above)				

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1	2	3
		Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT				
33.	Capital and surplus prior reporting year	48,324,681	46,992,395	46,992,395
34.	Net income or (loss) from Line 32	31,120,841	12,677,929	16,252,795
35.	Change in valuation basis of aggregate policy and claim reserves			
36.	Change in net unrealized capital gains (losses) less capital gains tax of \$.....0			
37.	Change in net unrealized foreign exchange capital gain or (loss)			
38.	Change in net deferred income tax	587,501	3,067,186	3,245,301
39.	Change in nonadmitted assets	(308,240)	(1,752,803)	(747,228)
40.	Change in unauthorized reinsurance			
41.	Change in treasury stock			
42.	Change in surplus notes			
43.	Cumulative effect of changes in accounting principles			
44.	Capital Changes:			
44.1	Paid in			9
44.2	Transferred from surplus (Stock Dividend)			
44.3	Transferred to surplus			
45.	Surplus adjustments:			
45.1	Paid in	148,223	122,556	143,770
45.2	Transferred to capital (Stock Dividend)			
45.3	Transferred from capital			
46.	Dividends to stockholders		(12,807,657)	(17,562,361)
47.	Aggregate write-ins for gains or (losses) in surplus			
48.	Net change in capital and surplus (Lines 34 to 47)	31,548,325	1,307,211	1,332,286
49.	Capital and surplus end of reporting period (Line 33 plus 48)	79,873,006	48,299,606	48,324,681
DETAILS OF WRITE-INS				
4701.			
4702.			
4703.			
4798.	Summary of remaining write-ins for Line 47 from overflow page			
4799.	TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)			

CASH FLOW

		1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations			
1.	Premiums collected net of reinsurance	488,144,159	675,788,122
2.	Net investment income	3,929,260	7,724,916
3.	Miscellaneous income		
4.	Total (Lines 1 to 3)	492,073,419	683,513,038
5.	Benefit and loss related payments	391,654,347	504,985,648
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		
7.	Commissions, expenses paid and aggregate write-ins for deductions	66,515,703	79,874,795
8.	Dividends paid to policyholders		
9.	Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses)	14,119,265	11,918,277
10.	Total (Lines 5 through 9)	472,289,315	596,778,720
11.	Net cash from operations (Line 4 minus Line 10)	19,784,104	86,734,318
Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:		
12.1	Bonds	55,105,000	70,805,000
12.2	Stocks		
12.3	Mortgage loans		
12.4	Real estate		
12.5	Other invested assets		
12.6	Net gains or (losses) on cash, cash equivalents and short-term investments		
12.7	Miscellaneous proceeds	18,556	
12.8	Total investment proceeds (Lines 12.1 to 12.7)	55,123,556	70,805,000
13.	Cost of investments acquired (long-term only):		
13.1	Bonds	80,077,522	66,936,813
13.2	Stocks		
13.3	Mortgage loans		
13.4	Real estate		
13.5	Other invested assets		
13.6	Miscellaneous applications	32,205	37,098
13.7	Total investments acquired (Lines 13.1 to 13.6)	80,109,727	66,973,911
14.	Net increase (or decrease) in contract loans and premium notes		
15.	Net cash from investments (Line 12.8 minus Lines 13.7 and 14)	(24,986,171)	3,831,089
Cash from Financing and Miscellaneous Sources			
16.	Cash provided (applied):		
16.1	Surplus notes, capital notes		
16.2	Capital and paid in surplus, less treasury stock		9
16.3	Borrowed funds		
16.4	Net deposits on deposit-type contracts and other insurance liabilities		
16.5	Dividends to stockholders		17,562,361
16.6	Other cash provided (applied)	(953,020)	(3,748,647)
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(953,020)	(21,310,999)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(6,155,087)	69,254,408
19.	Cash, cash equivalents and short-term investments:		
19.1	Beginning of year	94,725,408	25,471,000
19.2	End of period (Line 18 plus Line 19.1)	88,570,321	94,725,408

Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:

Description		Amount 1	Amount 2
20.0001	Depreciation	386,973	331,091
20.0002	ESPP Capital Contribution	148,224	143,779

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	189,615							234	189,381	
2. First Quarter	192,182							535	191,647	
3. Second Quarter	192,279							662	191,617	
4. Third Quarter	161,386							825	160,561	
5. Current Year										
6. Current Year Member Months	1,636,775							5,438	1,631,337	
Total Member Ambulatory Encounters for Period:										
7. Physician	685,075							3,797	681,278	
8. Non-Physician	327,186							1,673	325,513	
9. Total	1,012,261							5,470	1,006,791	
10. Hospital Patient Days Incurred	72,284							1,609	70,675	
11. Number of Inpatient Admissions	16,495							249	16,246	
12. Health Premiums Written (a)	483,026,977							6,420,750	476,606,227	
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	483,026,977							6,420,750	476,606,227	
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services ...	394,631,565							4,274,648	390,356,917	
18. Amount Incurred for Provision of Health Care Services	370,949,152							5,675,008	365,274,144	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....6,420,750.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 days	Over 120 Days	Total
0199999 Individually Listed Claims Unpaid						
0299999 Aggregate Accounts Not Individually Listed - Uncovered						
0399999 Aggregate Accounts Not Individually Listed - Covered	8,320,887	606,609	(11,894)	(13,735)	762,608	9,664,475
0499999 Subtotals	8,320,887	606,609	(11,894)	(13,735)	762,608	9,664,475
0599999 Unreported claims and other claim reserves						60,511,213
0699999 Total Amounts Withheld						
0799999 Total Claims Unpaid						70,175,688
0899999 Accrued Medical Incentive Pool And Bonus Amounts						

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business		Claims Paid Year to Date		Liability End of Current Quarter		5	6
		1	2	3	4	Claims Incurred in Prior Years (Columns 1+3)	Estimated Claim Reserve and Claim Liability Dec.31 of Prior Year
		On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec.31 of Prior Year	On Claims Incurred During the Year		
1.	Comprehensive (hospital & medical)						
2.	Medicare Supplement						
3.	Dental only						
4.	Vision only						
5.	Federal Employees Health Benefits Plan						
6.	Title XVIII - Medicare	471,122	3,803,526	11,022	2,294,049	482,144	873,429
7.	Title XIX - Medicaid	73,906,705	313,472,947	9,767,167	58,103,450	83,673,872	91,079,642
8.	Other health						
9.	Health subtotal (Lines 1 to 8)	74,377,827	317,276,473	9,778,189	60,397,499	84,156,016	91,953,071
10.	Healthcare receivables (a)		80,126				313,964
11.	Other non-health						
12.	Medical incentive pools and bonus amounts						
13.	Totals	74,377,827	317,196,347	9,778,189	60,397,499	84,156,016	91,639,107

(a) Excludes \$.....7,348,284 loans or advances to providers not yet expensed.

Notes to Financial Statement

1. Summary of Significant Accounting Policies

A. Accounting Practices

The Financial Statements of AMERIGROUP Maryland, Inc. is presented on the basis of accounting practices prescribed or permitted by the District of Columbia Department of Insurance, Securities & Banking.

The District of Columbia Department of Insurance, Securities & Banking recognizes only statutory accounting practices prescribed or permitted by the District of Columbia for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under the District of Columbia Insurance Law. The National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures manual, version effective March 2008 (NAIC SSAP) has been adopted as a component of prescribed or permitted practices by the state of Maryland and the District of Columbia.

B. Use of Estimates in the Preparation of the Financial Statements

No change.

C. Accounting Policy

No change.

2. Accounting Changes and Corrections of Errors

None.

3. Business Combinations and Goodwill

. AMERIGROUP DC's contract with the District of Columbia, as amended, terminated on June 30, 2008. As a result of discontinuing operations in the DC market, the Company has written-off \$2,264 in acquired goodwill. Additional costs recorded and to be recorded to discontinue operations are not expected to be material.

4. Discontinued Operations

None.

5. Investments

The Company as of September 30, 2008 does not possess or reflect any Mortgage Loans, Debt Restructuring, Reverse Mortgages, Loan-Backed Securities or Repurchase Agreements.

6. Joint Ventures, Partnerships and Limited Liability Companies

The Company as of September 30, 2008 had no investments in Joint Ventures, Partnerships and Limited Liability Companies.

7. Investment Income

The Company reports only investment income that is earned as due and accrued.

8. Derivative Instruments

The Company as of September 30, 2008 had no investments in Derivative Instruments.

9. Income Taxes

No Change.

10. Information Concerning Parent , Subsidiaries and Affiliates

- (1) AMERIGROUP Corporation owns 100% of the outstanding shares of the company and provides administrative and financial support services to the Company. Inter-company management fees are charged to the Company in accordance with a Management Services. As of September 30, 2008 the Company owed \$339,687 to AMERIGROUP Corporation for unpaid Management Services. This amount was due to the difference between the estimated amount paid for Management fees to the parent and the final amount due. This amount was paid in October 2008.

11. Debt

The Company has no debt outstanding.

Notes to Financial Statement

12. Retirement Plans, Deferred Compensation, Post employment Benefits and Compensated Absences and Other Postretirement Benefits Plans

No Change.

13. Capital and Surplus, Shareholder's Dividend Restrictions and Quasi-Reorganizations.

- (1) The Company has 1000 shares of common stock authorized and 100 shares outstanding.
- (2) The Company has no preferred stock outstanding.

14. Contingencies

None.

15. Leases

None.

16. Information about Financial Instruments with Off-Balance Sheet Risk and Financial With Concentrations of Credit Risk.

None.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

None.

18. Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans.

None.

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators.

None.

20. Other Items

None.

21. Events Subsequent

	Net admitted assets reported as of 9/30/2008		Adjustments		Adjusted value
			October 2008 activity		of remaining
		Sales	Realized Gain/(Loss)	Unrealized Gain/(Loss)	9/30/08 assets as of 10/31/08
Bonds	90,154,940	(4,000,000)	-	(196,632)	85,958,308
Stocks					
Preferred	-	-	-	-	-
Common	-	-	-	-	-
Mortgage Loans	-	-	-	-	-
Other invested assets	-	-	-	-	-
	90,154,940	(4,000,000)	-	(196,632)	85,958,308
			(1)	(2)	

Notes to Financial Statement

Total Capital and Surplus reported on quarterly statement. (Health: page 3, line 31)	(3)	<u>72,039,008</u>
Change in 9/30/08 surplus as a result of realized and unrealized gains/(losses)		
occurring October 2008 related to assets owned as of 9/30/08. ((1) + (2))	(4)	<u>(196,632)</u>
Total Capital and Surplus restated for investment fluctuations during October 2008		
related to assets owned 9/30/08. ((3) + (4))		<u><u>71,842,376</u></u>
Percentage change in 9/30/08 surplus resulting from October 2008 realized and unrealized gains/losses on assets owned as of 9/30/08. ((4) / (3))		<u><u>-0.27%</u></u>

22. Reinsurance

None.

23. Retrospectively Rated Contracts

None.

24. Change in Incurred Claims and Claim Adjustment Expenses

The changes to reserves for incurred claims and claim adjustment expenses result from re-estimation and are reflected in the period determined.

25. Intercompany Pooling Arrangements

None.

26. Structured Settlements

None.

27. Health Care Receivables

Health Care Receivables consist of a provider advance and provider overpayments on paid claims all considered non-admitted at September 30, 2008.

28. Participating Policies

None.

29. Premium Deficiency Reserves

None.

30. Salvage and Subrogation

None.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted)

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes[] No[X]
- 1.2 If yes, has the report been filed with the domiciliary state?

Yes[] No[] N/A[X]
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes[] No[X]
- 2.2 If yes, date of change:

.....
3. Have there been any substantial changes in the organizational chart since the prior quarter end?
If yes, complete the Schedule Y - Part 1 - organizational chart.

Yes[] No[X]
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes[] No[X]
- 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile
.....

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?
If yes, attach an explanation.

Yes[] No[X] N/A[]
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made.

.....12/31/2005.....
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

.....12/31/2005.....
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

.....04/09/2007.....
- 6.4 By what department or departments?
District of Columbia's Department of Insurance, Securities and Banking
- 6.5 Have any financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes[] No[X] N/A[]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with?

Yes[X] No[] N/A[]
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes[] No[X]
- 7.2 If yes, give full information
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes[] No[X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms?

Yes[] No[X]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1	2	3	4	5	6	7
Affiliate Name	Location (City, State)	FRB	OCC	OTS	FDIC	SEC
..... Yes[] No[X]	. Yes[] No[X]	. Yes[] No[X]	. Yes[] No[X]	. Yes[] No[X]

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

Yes[X] No[]
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended?

Yes[] No[X]
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers?

Yes[] No[X]
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes[] No[X]
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount:

\$.....0

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes[] No[X]
- 11.2 If yes, give full and complete information relating thereto:
12. Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$.....0
13. Amount of real estate and mortgages held in short-term investments:

\$.....0
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes[] No[X]

GENERAL INTERROGATORIES (Continued)

INVESTMENT

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds		
14.22 Preferred Stock		
14.23 Common Stock		
14.24 Short-Term Investments		
14.25 Mortgages Loans on Real Estate		
14.26 All Other		
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)		
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above		

- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes[] No[X]
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes[] No[] N/A[X]
- If no, attach a description with this statement.
16. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, G - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

Yes[X] No[]
- 16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
SunTrust Bank	919 East Main Street, 7th floor, Richmond, VA 23219

16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
.....

- 16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter?

Yes[] No[X]
- 16.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
.....

16.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
.....

- 17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?

Yes[X] No[]
- 17.2 If no, list exceptions:

SCHEDULE S - CEDED REINSURANCE
Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Location	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
			<div>NONE</div>			

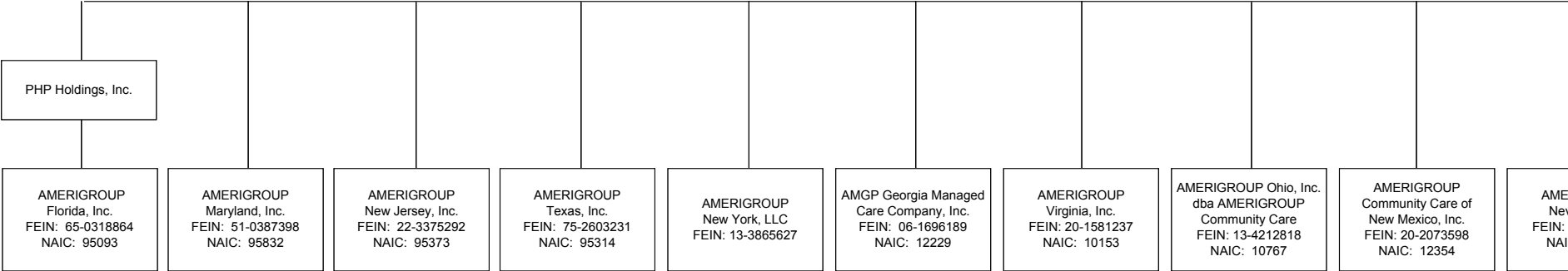
SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

		1	Direct Business Only							
			2	3	4	5	6	7	8	9
State, Etc.		Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama (AL)	N ..								
2.	Alaska (AK)	N ..								
3.	Arizona (AZ)	N ..								
4.	Arkansas (AR)	N ..								
5.	California (CA)	N ..								
6.	Colorado (CO)	N ..								
7.	Connecticut (CT)	N ..								
8.	Delaware (DE)	N ..								
9.	District of Columbia (DC)	L ..			46,313,007				46,313,007	
10.	Florida (FL)	N ..								
11.	Georgia (GA)	N ..								
12.	Hawaii (HI)	N ..								
13.	Idaho (ID)	N ..								
14.	Illinois (IL)	N ..								
15.	Indiana (IN)	N ..								
16.	Iowa (IA)	N ..								
17.	Kansas (KS)	N ..								
18.	Kentucky (KY)	N ..								
19.	Louisiana (LA)	N ..								
20.	Maine (ME)	N ..								
21.	Maryland (MD)	L ..		6,420,750	430,293,220				436,713,970	
22.	Massachusetts (MA)	N ..								
23.	Michigan (MI)	N ..								
24.	Minnesota (MN)	N ..								
25.	Mississippi (MS)	N ..								
26.	Missouri (MO)	N ..								
27.	Montana (MT)	N ..								
28.	Nebraska (NE)	N ..								
29.	Nevada (NV)	N ..								
30.	New Hampshire (NH)	N ..								
31.	New Jersey (NJ)	N ..								
32.	New Mexico (NM)	N ..								
33.	New York (NY)	N ..								
34.	North Carolina (NC)	N ..								
35.	North Dakota (ND)	N ..								
36.	Ohio (OH)	N ..								
37.	Oklahoma (OK)	N ..								
38.	Oregon (OR)	N ..								
39.	Pennsylvania (PA)	N ..								
40.	Rhode Island (RI)	N ..								
41.	South Carolina (SC)	N ..								
42.	South Dakota (SD)	N ..								
43.	Tennessee (TN)	N ..								
44.	Texas (TX)	N ..								
45.	Utah (UT)	N ..								
46.	Vermont (VT)	N ..								
47.	Virginia (VA)	N ..								
48.	Washington (WA)	N ..								
49.	West Virginia (WV)	N ..								
50.	Wisconsin (WI)	N ..								
51.	Wyoming (WY)	N ..								
52.	American Samoa (AS)	N ..								
53.	Guam (GU)	N ..								
54.	Puerto Rico (PR)	N ..								
55.	U.S. Virgin Islands (VI)	N ..								
56.	Northern Mariana Islands (MP)	N ..								
57.	Canada (CN)	N ..								
58.	Aggregate other alien (OT)	X X X ..								
59.	Subtotal	X X X ..		6,420,750	476,606,227				483,026,977	
60.	Reporting entity contributions for Employee Benefit Plans	X X X ..								
61.	Total (Direct Business)	(a)..... 2		6,420,750	476,606,227				483,026,977	
DETAILS OF WRITE-INS										
5801.	X X X ..								
5802.	X X X ..								
5803.	X X X ..								
5898.	Summary of remaining write-ins for Line 58 from overflow page	X X X ..								
5899.	TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	X X X ..								

(a) Insert the number of yes responses except for Canada and Other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER
MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART
AMERIGROUP Corporation



AMERIGROUP Nevada, Inc. FEIN: 20-3317697 NAIC: 12586	AMERIGROUP Tennessee, Inc. FEIN: 20-4776597 NAIC: 12941	AMERIGROUP Community Care of South Carolina, Inc. FEIN: 20-0331315 NAIC: 12765

15 Supplemental Interrogatories NONE

16 Overflow Page for Write-Ins NONE

STATEMENT AS OF **September 30, 2008** OF THE **AMERIGROUP Maryland, Inc.**

SCHEDULE A - VERIFICATION

Real Estate		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year		
2.	Cost of acquired		
2.1	Actual cost at time of acquisitions		
2.2	Additional investment made after acquisitions		
3.	Current year change in encumbrances		
4.	Total gain (loss) on disposals		
5.	Deduct amounts received on disposals		
6.	Total foreign exchange change in book/adjusted carrying value		
7.	Deduct current year's other than temporary impairment recognized		
8.	Deduct current year's depreciation		
9.	Book/adjusted carrying value at the end of current period (Lines 1 + 2 + 3 + 4 - 5 + 6 - 7 - 8)		
10.	Deduct total nonadmitted amounts		
11.	Statement value at end of current period (Line 9 minus Line 10)		

SCHEDULE B - VERIFICATION

Mortgage Loans

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book value/recorded investment excluding accrued interest, December 31 of prior year		
2.	Cost of acquired:		
2.1	Actual cost at time of acquisitions		
2.2	Additional investment made after acquisitions		
3.	Capitalized deferred interest and other		
4.	Accrual of discount		
5.	Unrealized valuation increase (decrease)		
6.	Total gain (loss) on disposals		
7.	Deduct amounts received on disposals		
8.	Deduct amortization of premium and mortgage interest paid		
9.	Total foreign exchange change in book value/recorded investment excluding accrued interest		
10.	Deduct current year's other than temporary impairment recognized		
11.	Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12.	Deduct total nonadmitted amounts		
13.	Statement value at end of current period (Line 11 minus Line 12)		

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

		1	2
Description		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year		
2.	Cost of acquired:		
2.1	Actual cost at time of acquisitions		
2.2	Additional investment made after acquisitions		
3.	Capitalized deferred interest and other		
4.	Accrual of discount		
5.	Unrealized valuation increase (decrease)		
6.	Total gain (loss) on disposals		
7.	Deduct amounts received on disposals		
8.	Deduct amortization of premium and depreciation		
9.	Total foreign exchange change in book/adjusted carrying value		
10.	Deduct current year's other than temporary impairment recognized		
11.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12.	Deduct total nonadmitted amounts		
13.	Statement value at end of current period (Line 11 minus Line 12)		

SCHEDULE D - VERIFICATION

Bonds and Stocks

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value of bonds and stocks, December 31 of prior year	65,168,769	68,999,857
2.	Cost of bonds and stocks acquired	80,077,522	66,936,814
3.	Accrual of discount	10,711	32,018
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals	32,205	6,654
6.	Deduct consideration for bonds and stocks disposed of	55,105,000	70,805,000
7.	Deduct amortization of premium	29,267	1,574
8.	Total foreign exchange change in book/adjusted carrying value		
9.	Deduct current year's other than temporary impairment recognized		
10.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	90,154,940	65,168,769
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	90,154,940	65,168,769

SCHEDULE D - PART 1B
Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	173,333,560	270,897,572	274,087,551	19,393	161,449,673	173,333,560	170,162,974	160,150,682
2. Class 2 (a)								
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	173,333,560	270,897,572	274,087,551	19,393	161,449,673	173,333,560	170,162,974	160,150,682
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds & Preferred Stock	173,333,560	270,897,572	274,087,551	19,393	161,449,673	173,333,560	170,162,974	160,150,682

Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$.....3,000,000; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0

SCHEDULE DA - PART 1

Short - Term Investments Owned End of Current Quarter

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
8299999. Totals	78,008,034	X X X	77,990,915	1,724,324	161

SCHEDULE DA - Verification

Short-Term Investments

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	70,596,297	14,908,342
2.	Cost of short-term investments acquired	637,976,165	784,543,293
3.	Accrual of discount	61,318	
4.	Unrealized valuation increase (decrease)		377,325
5.	Total gain (loss) on disposals		76
6.	Deduct consideration received on disposals	630,625,746	729,232,739
7.	Deduct amortization of premium		
8.	Total foreign exchange change in book/adjusted carrying value		
9.	Deduct current year's other than temporary impairment recognized ...		
10.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	78,008,034	70,596,297
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	78,008,034	70,596,297

SI04 Schedule DB Part F Section 1 NONE

SI05 Schedule DB Part F Section 2 NONE

SCHEDULE E - Verification
(Cash Equivalents)

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	24,385,618
2.	Cost of cash equivalents acquired	18,905,028	24,385,618
3.	Accrual of discount	209,354
4.	Unrealized valuation increase (decrease)
5.	Total gain (loss) on disposals
6.	Deduct consideration received on disposals	41,500,000
7.	Deduct amortization of premium
8.	Total foreign exchange change in book/adjusted carrying value
9.	Deduct current year's other than temporary impairment recognized
10.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	2,000,000	24,385,618
11.	Deduct total nonadmitted amounts
12.	Statement value at end of current period (Line 10 minus Line 11)	2,000,000	24,385,618

E01 Schedule A Part 2 NONE

E01 Schedule A Part 3 NONE

E02 Schedule B Part 2 NONE

E02 Schedule B Part 3 NONE

E03 Schedule BA Part 2 NONE

E03 Schedule BA Part 3 NONE

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments									
31331GBT5	Federal Farm Credit Bank	09/17/2008	Suntrust	X X X	3,000,000	3,000,000.00	1
31331Y3E8	Federal Farm Credit Bank	07/15/2008	UBS	X X X	2,000,000	2,000,000.00	1
31331Y3F5	Federal Farm Credit Bank	08/05/2008	Suntrust	X X X	3,000,000	3,000,000.00	7,917	1
3133XPSF2	Federal Home Loan Bank	09/09/2008	Suntrust	X X X	1,991,920	2,000,000.00	861	1
3133XPZT4	Federal Home Loan Bank	09/12/2008	UBS	X X X	2,498,750	2,500,000.00	486	1
3133XRSG6	Federal Home Loan Bank	07/23/2008	UBS	X X X	2,000,000	2,000,000.00	1
3133XRXR6	Federal Home Loan Bank	08/19/2008	UBS	X X X	2,000,000	2,000,000.00	1
3133XSAH1	Federal Home Loan Bank	09/24/2008	UBS	X X X	2,000,000	2,000,000.00	1
0399999 Subtotal - Bonds - U.S. Governments					X X X	18,490,670	18,500,000.00	9,264	X X X
Bonds - Industrial and Miscellaneous (Unaffiliated)									
36962GM27	GECC	09/12/2008	Lehman Brothers	X X X	3,535,070	3,500,000.00	31,719	1
4599999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					X X X	3,535,070	3,500,000.00	31,719	X X X
6099997 Subtotal - Bonds - Part 3					X X X	22,025,740	22,000,000.00	40,983	X X X
6099998 Summary Item from Part 5 for Bonds (N/A to Quarterly)					X X X	X X X	X X X	X X X	X X X
6099999 Subtotal - Bonds					X X X	22,025,740	22,000,000.00	40,983	X X X
6599998 Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)					X X X	X X X	X X X	X X X	X X X
7299998 Summary Item from Part 5 for Common Stocks (N/A to Quarterly)					X X X	X X X	X X X	X X X	X X X
7399999 Subtotal - Preferred and Common Stocks					X X X	X X X	X X X
7499999 Total - Bonds, Preferred and Common Stocks					X X X	22,025,740	X X X	40,983	X X X

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0.

SCHEDULE D - PART 4
Show All Long-Term Bonds and Stocks Sold, Redeemed, or Otherwise Disposed of
by the Company During the Current Quarter

1	2	3 F o r e i g n	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description		Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments																					
3133XNG45	Federal Home Loan Bank		09/03/2008	CALLED @ 100.0000000	X X X	2,000,000	2,000,000.00	2,000,000	2,000,000						2,000,000				67,500	12/03/2010	1
3128X7TJ3	Federal Home Loan Mortgage Corp.		08/28/2008	CALLED @ 100.0000000	X X X	2,000,000	2,000,000.00	1,999,800			24		24		1,999,824		176	176	16,750	05/28/2010	1
3136F8SU0	Federal Natl Mortgage Assoc.		09/18/2008	CALLED @ 100.0000000	X X X	1,100,000	1,100,000.00	1,098,350	1,098,427		215		215		1,098,642		1,358	1,358	57,200	09/18/2012	1
0399999	Subtotal - Bonds - U.S. Governments				X X X	5,100,000	5,100,000.00	5,098,150	3,098,427		239		239		5,098,466		1,534	1,534	141,450	X X X	X X X
6099997	Subtotal - Bonds - Part 4				X X X	5,100,000	5,100,000.00	5,098,150	3,098,427		239		239		5,098,466		1,534	1,534	141,450	X X X	X X X
6099998	Summary Item from Part 5 for Bonds (N/A to Quarterly)				X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X
6099999	Subtotal - Bonds				X X X	5,100,000	5,100,000.00	5,098,150	3,098,427		239		239		5,098,466		1,534	1,534	141,450	X X X	X X X
6599998	Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)				X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X
7299998	Summary Item from Part 5 for Common Stocks (N/A to Quarterly)				X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X
7399999	Subtotal - Preferred and Common Stocks				X X X		X X X													X X X	X X X
7499999	Total - Bonds, Preferred and Common Stocks				X X X	5,100,000	X X X	5,098,150	3,098,427		239		239		5,098,466		1,534	1,534	141,450	X X X	X X X

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0.

E06 Schedule DB Part A Section 1 NONE

E06 Schedule DB Part B Section 1 NONE

E07 Schedule DB Part C Section 1 NONE

E07 Schedule DB Part D Section 1 NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1			2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
Depository			Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	6 First Month	7 Second Month	8 Third Month	*
open depositories										
JP Morgan	Cash						36,032	254,210	28,497	X X X
Wachovia	Cash				61,494	67,286	(6,584,034)	1,454,264	8,533,790	X X X
0199998 Deposits in0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - open depositories			X X X	X X X						X X X
0199999 Totals - Open Depositories			X X X	X X X	61,494	67,286	(6,548,002)	1,708,474	8,562,287	X X X
0299998 Deposits in0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - suspended depositories										
			X X X	X X X						X X X
0299999 Totals - Suspended Depositories			X X X	X X X						X X X
0399999 Total Cash On Deposit			X X X	X X X	61,494	67,286	(6,548,002)	1,708,474	8,562,287	X X X
0499999 Cash in Company's Office			X X X	X X X	X X X	X X X				X X X
0599999 Total Cash			X X X	X X X	61,494	67,286	(6,548,002)	1,708,474	8,562,287	X X X

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due & Accrued	Amount Received During Year
Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations							
Municipal Electric Auth. GA 08/08/2008 3.000	... 10/14/2008 2,000,000 8,877
3999999 Subtotal - Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations 2,000,000 8,877
4599999 Subtotal - Industrial & Miscellaneous (Unaffiliated) 2,000,000 8,877
5499999 Subtotals - Issuer Obligations 2,000,000 8,877
6099999 Subtotals - Bonds 2,000,000 8,877
8599999 Sweep Accounts
8699999 Other Cash Equivalents
8799999 Total - Cash Equivalents 2,000,000 8,877

Supp1 Medicare Part D Coverage Supplement NONE

ACT Actuarial Statement NONE

AEP Amended Explanation NONE

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